

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
DELPHI CORPORATION, *et al.*, : Case No. 05-44481 (RDD)
Debtors. : Jointly Administered
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**CONSENT ORDER WITHDRAWING ORDER TO
SHOW CAUSE ISSUED AGAINST THE LEE COMPANY**

This Court having entered an Order to Show Cause dated November 2, 2005 (the “Show Cause Order”), upon the motion of Delphi Corporation, *et al.* (the “Debtors”), directing The Lee Company (“Supplier” and together with the Debtors, the “Parties”) to show cause at a hearing, to be held on January 5, 2005, why the Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. § 362 for willfully threatening to withhold essential goods from the Debtors under one or more contracts between the Parties absent payment of \$58,617.80 on account of pre-petition goods sold by Supplier to the Debtors, and the Debtors having wired said amount to Supplier on October 21, 2005 (the “Transfer”), and the Parties having settled the issues raised by the Show Cause Order, and the Parties having agreed, *inter alia*, that: (i) Supplier will continue to ship products to the Debtors through December 31, 2005; (ii) the Debtors will seek to assume the contract(s) that they had previously entered into with Supplier; and (ii) the amount of the Transfer will be credited solely toward cure costs, if any, upon assumption, and otherwise in satisfaction of the Debtors’ post-petition obligations to Supplier (the “Agreement”), it is hereby

ORDERED, that this matter is settled in accordance with, and pursuant to the terms of, the parties' Agreement as set forth herein; and it is further

ORDERED, that the Show Cause Order be, and it hereby is, withdrawn.

Dated: New York, New York
January 6, 2005

/s/ Robert D. Drain
United States Bankruptcy Judge

Consent to the foregoing:

January 3, 2005

January 3, 2005

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

THE LEE COMPANY
By its attorneys,
REID & REIGE, P.C.
By:

/s/ Neil Berger
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